#### IN THE UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	X	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
	x	

#### AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On May 22, 2007, I caused to be served the document listed below (i) upon the parties listed on <u>Exhibit A</u> hereto via overnight delivery, (ii) upon the parties listed on <u>Exhibit B</u> hereto via electronic notification, and (iii) upon the parties listed on <u>Exhibit C</u> hereto via postage pre-paid U.S. mail:

1) Debtors' Fourteenth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims And (B) Protective Claims ("Fourteenth Omnibus Claims Objection") (Docket No. 7998) [a copy of which is attached hereto as <a href="Exhibit D">Exhibit D</a>]

On May 22, 2007, I caused to be served the documents listed below upon the parties listed on  $\underline{\text{Exhibit E}}$  hereto via postage pre-paid U.S. mail:

- 2) Debtors' Fourteenth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims And (B) Protective Claims ("Fourteenth Omnibus Claims Objection") [without exhibits] (Docket No. 7998) [a copy of which is attached hereto as <a href="Exhibit D"><u>Exhibit D</u></a>]
- 3) Personalized Notice of Objection to Claim (the "Personalized Notice") [a copy of the form of which is attached hereto as <a href="Exhibit F">Exhibit F</a>]. Each party's Personalized Notice was sent to the name and address listed in columns 1 and 2 of <a href="Exhibit E">Exhibit E</a> attached hereto. In addition, the chart provided on each party's Personalized Notice contained the information listed in columns 3 through 8 of <a href="Exhibit E">Exhibit E</a> attached hereto. The chart contained in the form of the Personalized Notice which is attached hereto as <a href="Exhibit F">Exhibit F</a> has been marked so as to demonstrate the manner in which the information listed in

columns 3 through 8 of  $\underline{\text{Exhibit E}}$  attached hereto was incorporated into each Personalized Notice.

Dated: May 30, 2007	/s/ Evan Gershbein Evan Gershbein
	efore me on this 30th day of May, 2007, by e or proved to me on the basis of satisfactory before me.
Signature: /s/ Shannon J. Spencer	
Commission Expires: 6/20/10	

#### **EXHIBIT A**

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Delphi Corporation
Master Service List

COMPANY Brown Rudnick Berlack Israels	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsny.com	
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia- Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
	Donald Bernstein						212-450-4092	212-450-3092	donald.bernstein@dpw.com	Counsel to Debtor's Postpetition
Davis, Polk & Wardwell	Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4213	212-450-3213	brian.resnick@dpw.com	Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2491	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
Flextronics International	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	со	80021	303-927-4853	303-652-4716	cschiff@flextronics.com	Counsel to Flextronics International
Flextronics International USA,	Carrie L. Scriiii	303 IIILEHOCKEH Falkway		Broomlieid	CO	00021	303-927-4653	303-652-4716	<u>cscrim@ilextronics.com</u>	Counsel to Flextronics
Inc.	Paul W. Anderson	2090 Fortune Drive		San Jose	CA	95131	408-428-1308		paul.anderson@flextronics.com	International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III Brad Eric Sheler	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuje@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
Hodgson Russ LLP Honigman Miller Schwartz and	Stephen H. Gross	1540 Broadway	24th FI 660 Woodward	New York	NY	10036	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel to Hexcel Corporation Counsel to General Motors
Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	fgorman@honigman.com	Corporation
Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	rweiss@honigman.com	Counsel to General Motors Corporation
Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602	TWOICO CENTORING THE ARTHUR THE A	Michigan IRS
Internal Revenue Service	Attn: Insolvency Department, Maria Valerio	290 Broadway	5th Floor	New York	NY	10007	212-436-1038	212-436-1931	mariaivalerio@irs.gov	IRS
IUE-CWA	Conference Board Chairman	2360 W. Dorothy Lane	Suite 201	Dayton	ОН	45439	937-294-7813	937-294-9164		Creditor Committee Member
Jefferies & Company, Inc,	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	bderrough@jefferies.com	UCC Professional
JPMorgan Chase Bank, N.A.	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	richard.duker@jpmorgan.com	Prepetition Administrative Agent
JPMorgan Chase Bank, N.A.	Susan Atkins, Gianni Russello	277 Park Ave 8th Fl		New York	NY	10172	212-270-0426	212-270-0430	gianni.russello@jpmorgan.com susan.atkins@jpmorgan.com	Postpetition Administrative Agent Counsel Data Systems
Kramer Levin Naftalis & Frankel LLP	Gordon Z. Novod	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	gnovod@kramerlevin.com	Corporation; EDS Information Services, LLC Counsel Data Systems
Kramer Levin Naftalis & Frankel LLP	Thomas Moers Mayer	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	tmayer@kramerlevin.com	Corporation; EDS Information Services, LLC
Kurtzman Carson Consultants	Sheryl Betance	2335 Alaska Ave		El Segundo	CA	90245	310-823-9000	310-823-9133	sbetance@kccllc.com	Noticing and Claims Agent
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	robert.rosenberg@lw.com	Counsel to Official Committee of Unsecured Creditors
Law Debenture Trust of New York	Daniel R. Fisher	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	daniel.fisher@lawdeb.com	Indenture Trustee

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Law Debenture Trust of New York	Patrick J. Healy	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healy@lawdeb.com	Indenture Trustee
McDermott Will & Emery LLP	David D. Cleary	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	dcleary@mwe.com	Counsel to Recticel North America, Inc.
			0 11 5100	01.						Counsel to Recticel North
McDermott Will & Emery LLP	Jason J. DeJonker	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	idejonker@mwe.com	America, Inc. Counsel to Recticel North
McDermott Will & Emery LLP	Mohsin N. Khambati	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	mkhambati@mwe.com	America, Inc.
McDermott Will & Emery LLP	Peter A. Clark	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	pclark@mwe.com	Counsel to Recticel North America, Inc.
										Counsel to Movant Retirees and
McTique Law Firm	Cornish F. Hitchcock	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	conh@mctiquelaw.com	Proposed Counsel to The Official Committee of Retirees
g =				- Tracking term					<del>Semiler management and the semiler management a</del>	Counsel to Movant Retirees and
McTigue Law Firm	J. Brian McTigue	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	bmctique@mctiquelaw.com	Proposed Counsel to The Official Committee of Retirees
Mesirow Financial	Leon Szlezinger	666 Third Ave	21st Floor	New York	NY	10017	212-808-8366	212-682-5015	Iszlezinger@mesirowfinancial.com	UCC Professional
	Gregory A Bray Esq								gbray@milbank.com	Counsel to Cerberus Capital
Milbank Tweed Hadley & McCloy									tkreller@milbank.com	Management LP and Dolce
LLP	James E Till Esq	601 South Figueroa Street	30th Floor	Los Angeles	CA	90017	213-892-4000	213-629-5063	itill@milbank.com	Investments LLC
Morrison Cohen LLP	Joseph T. Moldovan, Esq.	909 Third Avenue		New York	NY	10022	2127358603	9175223103	imoldovan@morrisoncohen.com	Counsel to Blue Cross and Blue Shield of Michigan
										Securities and Exchange
Northeast Regional Office	Mark Schonfeld, Regional Director	3 World Financial Center	Room 4300	New York	NY	10281	212-336-1100	212-336-1323	newyork@sec.gov	Commission  New York Attorney General's
Office of New York State	Attorney General Eliot Spitzer	120 Broadway		New York City	NY	10271	212-416-8000	212-416-6075	ServeAG@oag.state.ny.us	Office
O'Melveny & Myers LLP	Robert Siegel	400 South Hope Street		Los Angeles	CA	90071	213-430-6000	213-430-6407	rsiegel@omm.com	Special Labor Counsel
O'Melveny & Myers LLP	Tom A. Jerman, Rachel Janger	1625 Eye Street, NW		Washington	DC	20006	202-383-5300	202-383-5414	tjerman@omm.com	Special Labor Counsel
Pension Benefit Guaranty									garrick.sandra@pbgc.gov	Counsel to Pension Benefit
Corporation Pension Benefit Guaranty	Jeffrey Cohen	1200 K Street, N.W.	Suite 340	Washington	DC	20005	202-326-4020	202-326-4112	efile@pbgc.gov	Guaranty Corporation Chief Counsel to the Pension
Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington	DC	20005-4026	2023264020	2023264112	landy.ralph@pbgc.gov	Benefit Guaranty Corporation
										Counsel to Freescale
										Semiconductor, Inc., f/k/a Motorola
Phillips Nizer LLP	Sandra A. Riemer	666 Fifth Avenue		New York	NY	10103	212-841-0589	212-262-5152	sriemer@phillipsnizer.com	Semiconductor Systems
Dethebild lee	Devid I. Despiele	1251 Avenue of the Americas		Na Vaul	NY	10020	212-403-3500	212-403-5454	david.resnick@us.rothschild.com	Financial Advisor
Rothchild Inc.	David L. Resnick	Americas		New York	INY	10020	212-403-3500	212-403-5454	david.resnick@us.rotnschild.com	Financial Advisor  Counsel to Murata Electronics
		1270 Avenue of the								North America, Inc.; Fujikura
Seyfarth Shaw LLP	Robert W. Dremluk	Americas	Suite 2500	New York	NY	10020-1801	2122185500	2122185526	rdremluk@seyfarth.com	America, Inc.
Channa & Charling LLD	Develor Bostone III Estables	FOO I assignation Assessed		Na Vaul	NIX	40000	242 0404000	242 040 7470	dbartner@shearman.com	Lead Coursel to the Debters
Shearman & Sterling LLP	Douglas Bartner, Jill Frizzley	599 Lexington Avenue		New York	NY	10022	212-8484000	212-848-7179	jfrizzley@shearman.com kziman@stblaw.com	Local Counsel to the Debtors
	Kenneth S. Ziman, Robert H.								rtrust@stblaw.com	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan
Simpson Thatcher & Bartlett LLF		425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	wrussell@stblaw.com	Chase Bank, N.A.
		- C							jbutler@skadden.com	
Skadden, Arps, Slate, Meagher	John Wm. Butler, John K. Lyons,								jlyonsch@skadden.com	
& Flom LLP	Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411	rmeisler@skadden.com	Counsel to the Debtor
Skadden, Arps, Slate, Meagher	Kayalyn A. Marafioti, Thomas J.	4 Times Cours	D O D 222	New Vest	NIX	40020	040 705 0000	242 725 222	kmarafio@skadden.com	Coursed to the Debter
& Flom LLP	Matz	4 Times Square	P.O. Box 300	New York	NY	10036	212-735-3000	212-735-2000	tmatz@skadden.com	Counsel to the Debtor Counsel to Movant Retirees and
Spencer Fane Britt & Browne		1 North Brentwood				22.425	044.00= ===			Proposed Counsel to The Official
LLP	Daniel D. Doyle	Boulevard	Tenth Floor	St. Louis	МО	63105	314-863-7733	314-862-4656	ddoyle@spencerfane.com	Committee of Retirees Counsel to Movant Retirees and
Spencer Fane Britt & Browne		1 North Brentwood								Proposed Counsel to The Official
LLP	Nicholas Franke	Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	nfranke@spencerfane.com	Committee of Retirees
	Chester B. Salomon, Constantine								cp@stevenslee.com	
Stevens & Lee, P.C.	D. Pourakis	485 Madison Avenue	20th Floor	New York	NY	10022	2123198500	2123198505	cs@stevenslee.com	Counsel to Wamco, Inc.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STAT	E ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	altogut@teamtogut.com	Conflicts Counsel to the Debtors
	MaryAnn Brereton, Assistant									
Tyco Electronics Corporation	General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805		Creditor Committee Member
								212-668-2255		
								does not take		
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-211	2 212-510-0500	service via fax		Counsel to United States Trustee
										Proposed Conflicts Counsel to the
			301 Commerce							Official Committee of Unsecured
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	Street	Fort Worth	TX	76102	817-810-5250	817-810-5255	mwarner@warnerstevens.com	Creditors
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Harvey R. Miller	767 Fifth Avenue		New York	NY	10153	212-310-8500	212-310-8077	harvey.miller@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	jeff.tanenbaum@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	martin.bienenstock@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	michael.kessler@weil.com	Corporation
			1100 North							Creditor Committee
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	scimalore@wilmingtontrust.com	Member/Indenture Trustee

#### **EXHIBIT B**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Brown Rudnick Berlack Israels LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsny.com	machture musice
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY		1 2126966000	2126971559	sreisman@cm-p.com	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia- Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
									donald.bernstein@dpw.com	
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	brian.resnick@dpw.com	Counsel to Debtor's Postpetition Administrative Agent
Davis, Folk & Waldwell	Brian Resnick	430 Lexington Avenue		New TOIK	INI	10017	212-430-4213	212-430-3213	sean.p.corcoran@delphi.com	Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	МІ	48098	248-813-2000	248-813-2491	karen.j.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	мі	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
,				,						Counsel to Flextronics
Flextronics International	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	СО	80021	303-927-4853	303-652-4716	cschiff@flextronics.com	International
Flextronics International USA,		0000 5 1 5 1				05404	100 100 1000			Counsel to Flextronics
Inc.	Paul W. Anderson	2090 Fortune Drive		San Jose	CA	95131	408-428-1308		paul.anderson@flextronics.com	International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III Brad Eric Sheler	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuje@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders Committee
									randall.eisenberg@fticonsulting.co	
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	<u>m</u>	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue 1701 Pennsylvania Avenue,		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	1540 Broadway	24th Fl	New York	NY	10036	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel to Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	40006 0500	3 313-465-7000	313-465-8000	fqorman@honigman.com	Counsel to General Motors Corporation
CONILLEP	Frank L. Gorman, Esq.	2290 First National Building	Avenue	Detroit	IVII	40220-3303	3 13-405-7000	313-405-6000	igornian@nonigman.com	Corporation
Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	3 313-465-7000	313-465-8000	rweiss@honigman.com	Counsel to General Motors Corporation
Jefferies & Company, Inc,	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	bderrough@jefferies.com	UCC Professional
JPMorgan Chase Bank, N.A.	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	richard.duker@jpmorgan.com	Prepetition Administrative Agent
JPMorgan Chase Bank, N.A.	Susan Atkins, Gianni Russello	277 Park Ave 8th Fl		New York	NY	10172	212-270-0426	212-270-0430	gianni.russello@jpmorgan.com susan.atkins@jpmorgan.com	Postpetition Administrative Agent
Kramer Levin Naftalis & Frankel LLP	Gordon Z. Novod	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	gnovod@kramerlevin.com	Counsel Data Systems Corporation; EDS Information Services, LLC
Kramer Levin Naftalis & Frankel LLP	Thomas Moers Mayer	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	tmayer@kramerlevin.com	Counsel Data Systems Corporation; EDS Information Services, LLC
Kurtzman Carson Consultants	Sheryl Betance	2335 Alaska Ave		El Segundo	CA	90245	310-823-9000	310-823-9133	sbetance@kccllc.com	Noticing and Claims Agent

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STAT	E ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
1 -45 0 \A/-41 1   D	Debart I December	OOF Third Assessed		Name	NDC	40000	040 000 4070	040 754 4004		Counsel to Official Committee of
Latham & Watkins LLP Law Debenture Trust of New	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	robert.rosenberg@lw.com	Unsecured Creditors
York	Daniel R. Fisher	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	daniel.fisher@lawdeb.com	Indenture Trustee
Law Debenture Trust of New									<u> </u>	
York	Patrick J. Healy	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healy@lawdeb.com	Indenture Trustee
	5 :15 01	00714/ 144 01 1	0 11 5400	O			040 070 0000	040 004 7700	1.1	Counsel to Recticel North
McDermott Will & Emery LLP	David D. Cleary	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	dcleary@mwe.com	America, Inc. Counsel to Recticel North
McDermott Will & Emery LLP	Jason J. DeJonker	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	ideionker@mwe.com	America, Inc.
				3						Counsel to Recticel North
McDermott Will & Emery LLP	Peter A. Clark	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	pclark@mwe.com	America, Inc.
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Schafer and Weiner PLLC  Max Newman  40950 Woodward Ave. Suite 100  Bloomfield Hills  MI  48304  248-540-3340  Counsel to Dott Industries, Inc.  Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co.,  Chicago  Lloyd B. Sarakin - Chief Counsel, Finance and Credit  Finance and Credit  Sony Electronics Inc.  Cansel to Sony Electronics Inc.  Max Newman  40950 Woodward Ave. Suite 100  Bloomfield Hills  MI  48304  248-540-3340  Counsel to Dott Industries, Inc.  Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co.,  Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co.,  Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co.,  Counsel to Sony Electronics, Inc.  Counsel to Sony Electronics, Inc.  Counsel to 975 Opdyke LP; 1401 Troy  Associates Limited Partnership; Adol Troy  Associates Limited Partnership; Adol Troy  Associates Limited Partnership; DPS  Information Services, Inc.; Etkin  New York  NY  10038  212-806-5400  Management Services, Inc.; a	., ., .,				J				
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	Stroock & Stroock & Lavan, LLP	Joseph G. Minias	180 Maiden Lane		New York	NY	10038	212-806-5400	
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In re. Delphi Corporation, et al. Case No. 05-44481 (RDD)

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Delphi Corporation
2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	СІТҮ	STATE	ZIP	PHONE	PARTY / FUNCTION
United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO	David Jury, Esg.	Five Gateway Center	Suite 807	Pittsburgh	PA	15222	412-562-2549	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO
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Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	ОН	1008	614-464-6422	
Vorys, Sater, Seymour and Pease LLP	Tiffany Strelow Cobb	52 East Gay Street		Columbus	ОН	43215	614-464-8322	Counsel to America Online, Inc. and its Subsidiaries and Affiliates
Warner Stevens, L.L.P.	Michael D. Warner	301 Commerce Street	Suite 1700	Fort Worth	TX	76102	817-810-5250	Counsel to Electronic Data Systems Corp. and EDS Information Services, L.L.C.
WL Ross & Co., LLC	Stephen Toy	600 Lexington Avenue	19th Floor	New York	NY	10022	212-826-1100	Counsel to WL. Ross & Co., LLC

#### **EXHIBIT D**

Hearing Date And Time: June 26, 2007 at 10:00 a.m. Response Date And Time: June 19, 2007 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

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Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

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### UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

(Jointly Administered)

Debtors. :

DEBTORS' FOURTEENTH OMNIBUS OBJECTION (PROCEDURAL) PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 3007 TO CERTAIN (A) DUPLICATE OR AMENDED CLAIMS AND (B) PROTECTIVE CLAIMS

("FOURTEENTH OMNIBUS CLAIMS OBJECTION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this Fourteenth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims And (B) Protective Claims (the "Fourteenth Omnibus Claims Objection"), and respectfully represent as follows:

#### Background

### A. The Chapter 11 Filings

- 1. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108. The Court has ordered joint administration of these cases.
- No trustee or examiner has been appointed in these cases. On October 17,
   2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official
   committee of unsecured creditors. On April 28, 2006, the U.S. Trustee appointed an official
   committee of equity holders.
- 3. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).
- 4. The statutory predicates for the relief requested herein are section 502(b) of the Bankruptcy Code and Rule 3007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

#### B. <u>Current Business Operations Of The Debtors</u>

- 5. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2006 had global net sales of \$26.4 billion and global assets of approximately \$15.4 billion.<sup>1</sup> At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.<sup>2</sup>
- 6. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer.
- 7. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and

The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates as disclosed in the Company's Form 10-K filed on February 27, 2007.

On March 20 2007, Delphi Automotive Systems Espana S.L., whose sole operation is a non-core automotive component plant in Cadiz, Spain, filed a "Concurso" application for a Spanish insolvency proceeding. The application was approved by the Spanish court on April 13, 2007. The Concurso proceeding does not affect other Delphi legal entities in Spain or elsewhere and is an isolated event that is consistent with Delphi's transformation plan to optimize its manufacturing footprint and to lower its overall cost structure.

modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

#### C. Events Leading To The Chapter 11 Filing

- 8. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.<sup>3</sup> Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.4 billion on net sales of \$26.9 billion. Moreover, in 2006, the Debtors incurred a net loss of \$5.5 billion, \$3.0 billion of which comprised charges related to the U.S. employee special attrition programs.
- 9. The Debtors believe that the Company's financial performance has deteriorated because of (i) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (ii) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (iii) increasing commodity prices.
- 10. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product

Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

portfolio, operational issues, and forward-looking revenue requirements. Because discussions with its major unions and GM had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value for its stakeholders.

#### D. The Debtors' Transformation Plan

- transformation plan. First, Delphi must modify its labor agreements to create a competitive arena in which to conduct business. Second, the Debtors must conclude their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company. Third, the Debtors must streamline their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus. Fourth, the Debtors must transform their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint.<sup>4</sup> Finally, the Debtors must devise a workable solution to their current pension situation.
- 12. On December 18, 2006, the Debtors marked another milestone in their chapter 11 cases with the announcement of two significant agreements. The first of these was an equity purchase and commitment agreement (the "Equity Purchase and Commitment Agreement") with affiliates of Appaloosa Management L.P., Cerberus Capital Management, L.P., and Harbinger Capital Partners Master Fund I, Ltd., as well as Merrill Lynch & Co. and UBS

As part of this effort, effective July 1, 2006, the Company realigned its business operations to focus its product portfolio on core technologies for which the Company believes it has significant competitive and technological advantages. The Company's revised operating structure consists of its four core business segments: Electronics and Safety, Thermal Systems, Powertrain Systems, and Electrical/Electronic Architecture. The Company also has two additional segments, Steering and Automotive Holdings Group, which will be transitioned as part of the Company's transformation plan.

Securities LLC (collectively, the "Plan Investors"). Under the Equity Purchase and Commitment Agreement, the Plan Investors have agreed to invest up to \$3.4 billion in preferred and common equity in the reorganized Delphi to support the Debtors' transformation plan. The Equity Purchase and Commitment Agreement is subject to the completion of due diligence, satisfaction or waiver of numerous other conditions (including Delphi's goal of achieving consensual agreements with its principal U.S. labor unions and GM), and the non-exercise by either Delphi or the Plan Investors of certain termination rights. The second agreement was a plan framework support agreement (the "Plan Framework Support Agreement") with the Plan Investors and GM. The Plan Framework Support Agreement outlines certain proposed terms of the Debtors' anticipated plan of reorganization, including the distributions to be made to creditors and shareholders, the treatment of GM's claims, the resolution of certain pension funding issues, and the corporate governance of the reorganized Debtors. The terms of the Plan Framework Support Agreement are expressly conditioned on the Debtors' reaching consensual agreements with their U.S. labor unions and GM.

13. On January 12, 2007, this Court authorized the Debtors to execute, deliver, and implement the Equity Purchase and Commitment Agreement and the Plan Framework Support Agreement (Docket No. 6589). On February 28, 2007, Delphi entered into an amendment to the Equity Purchase and Commitment Agreement with the Plan Investors to extend the date by which the Company, the Cerberus Capital Management, L.P. affiliate, or the Appaloosa Management L.P. affiliate have the right to terminate the agreement on account of not yet having completed tentative labor agreements with Delphi's principal U.S. labor unions and a consensual settlement of legacy issues with GM. The amendment extended the termination right pursuant to a 14-day notice mechanism. The amendment also extended the deadline to make

certain regulatory filings under the federal antitrust laws in connection with the Equity Purchase and Commitment Agreement and the Plan Framework Support Agreement.

- 14. On April 19, 2007, Delphi announced that the Debtors anticipated negotiating changes to the Equity Purchase and Commitment Agreement and the Plan Framework Support Agreement. The Debtors do not believe that these developments will preclude the Debtors from filing a joint plan of reorganization and related documents with the Court prior to the current expiration of the exclusivity period on July 31, 2007 or emerging from chapter 11 reorganization this year. The Debtors also confirmed that none of the parties entitled to give notice of termination of the framework agreements has done so as of the date of this filing and that these agreements remain effective as previously filed until modified or terminated.
- asses, the Debtors and their stakeholders are together navigating a course that should lead to a consensual resolution with their U.S. labor unions and GM while providing an acceptable financial recovery framework for the Debtors' stakeholders. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

#### E. Bar Date, Proofs Of Claim, And Omnibus Claims Objections

16. On April 12, 2006, this Court entered an Order Under 11 U.S.C. §§

107(b), 501, 502, And 1111(a) And Fed R. Bankr. P. 1009, 2002(a)(7), 3003(c)(3), And 5005(a)

Establishing Bar Dates For Filing Proofs Of Claim And Approving Form And Manner Of Notice

Thereof (Docket No. 3206) (the "Bar Date Order"). Among other things, the Bar Date Order established July 31, 2006 (the "Bar Date") as the last date for all persons and entities holding or wishing to assert "Claims," as such term is defined in 11 U.S.C. § 101(5) (each, a "Claim"), against a Debtor (collectively, the "Claimants") to file a proof of claim with respect to each such Claim.

- 17. On or prior to April 20, 2006, Kurtzman Carson Consultants LLC, the claims and noticing agent in these cases (the "Claims Agent"), provided notice of the Bar Date by mailing a notice of Bar Date approved by this Court (the "Bar Date Notice"), together with a proof of claim form, to (a) the persons or entities set forth in the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Schedules and Statements") filed with this Court on January 20, 2006 (and subsequently amended on February 1, 2006 and April 18, 2006) and (b) the persons and entities included in the notice database compiled by the Debtors, but not listed on any of the Schedules and Statements. In total, the Debtors provided Bar Date Notices to more than 500,000 persons and entities.
- Times (National Edition), the Wall Street Journal (National, European, and Asian Editions),

  USA Today (Worldwide Edition), the Automotive News (National Edition), and in local editions of the following publications: the Adrian Daily Telegram, the Arizona Daily Star, the Buffalo News, the Chicago Sun Times, the Clinton News, the Columbia Dispatch, the Daily Leader,

  Dayton Daily News, the Detroit Free Press, the El Paso Times, the Fitzgerald Herald Leader, the Flint Journal, the Gadsden Times, the Grand Rapids Press, the Greenville News, the Indianapolis Star, the Kansas City Star, the Kokomo Tribune, the Lansing State Journal, the Laurel Leader, the Los Angeles Daily News, the Milwaukee Journal Sentinel, the Mobile Beacon, the Mobile

Register, the Oakland Press, the Olathe Daily News, the Rochester Democrat and Chronicle, the Saginaw News, the Sandusky, the Tribune Chronicle, the Tulsa World, the Tuscaloosa News, and the Vindicator, and electronically through posting on the Delphi Legal Information Website, www.delphidocket.com, on or before April 24, 2006.

19. Approximately 16,600 proofs of claim (the "Proofs of Claim") have been filed against the Debtors in these cases. The Debtors have filed seven omnibus Claims objections which objected to Claims on procedural grounds<sup>5</sup> and six omnibus Claims objections which objected to Claims on substantive grounds.<sup>6</sup> Pursuant to such omnibus Claims

The Debtors filed the First Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (i) Duplicate And Amended Claims And (ii) Equity Claims (Docket No. 5151) on September 19, 2006; the Second Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (i) Equity Claims, (ii) Claims Duplicative Of Consolidated Trustee Or Agent Claims, And (iii) Duplicate And Amended Claims (Docket No. 5451) on October 31, 2006; the Fourth Omnibus Objection (Procedural) Pursuant to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain Duplicate And Amended Claims (Docket No. 6099) on December 8, 2006; the Sixth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims And (B) Equity Claims (Docket No. 6571) on January 12, 2007; the Eighth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Claims Duplicative Of The Consolidated Trustee Claim, (C) Equity Claims, And (D) Protective Claims (Docket No. 6962) on February 15, 2007; the Tenth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicative and Amended Claims And (B) Equity Claims (Docket No. 7300) on March 16, 2007; and the Twelfth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims And (B) Equity Claims (Docket No. 7824) on April 27, 2007.

The Debtors filed the (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) on October 31, 2006; Fifth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation And (b) Claims Not Reflected On Debtors' Books And Records (Docket No. 6100) on December 8, 2006; Seventh Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, And (C) Untimely Claims (Docket No. 6585) on January 12, 2007; Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 6968) on February 15, 2007; Eleventh Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books and Records, (C) Untimely Claims And An Untimely Tax Claim, (D) Claims Subject To Modification (Docket No. 6968) on March 16, 2007; and Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books

objections, the Court has disallowed and expunged 8,845 Claims. In addition, the hearings with respect to approximately 480 Claims have been adjourned pursuant to the Claims Objection Procedures Order (as defined below) and another 769 Claims are subject to pending objections.

- 20. On October 31, 2006, the Debtors filed the Motion For Order Pursuant To 11 U.S.C. §§ 502(b) And 502(c) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Disallowance Or Estimation Of Claims And (ii) Certain Notices And Procedures Governing Hearings Regarding Disallowance Or Estimation Of Claims (Docket No. 5453), in which the Debtors requested this Court, among other things, to approve certain procedures for contested claim objections. On December 7, 2006, the Court entered the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order").
- 21. In this Fourteenth Omnibus Claims Objection, the Debtors are objecting to fifteen Proofs of Claim.<sup>7</sup>

<sup>(</sup>cont'd from previous page)

And Records, (c) Protective Insurance Claims, (d) Insurance Claims Not Reflected On Debtors' Books And Records, (e) Untimely Claims And Untimely Tax Claims, And (f) Claims Subject To Modification, Tax Claims Subject To Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825) on April 27, 2007.

Contemporaneously with this Fourteenth Omnibus Claims Objection, the Debtors are filing the Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, and Modified Claims Asserting Reclamation (the "Fifteenth Omnibus Claims Objection"). In the Fifteenth Omnibus Claims Objection, the Debtors object to Claims on substantive grounds and are seeking (i) to expunge and disallow Claims that (a) are insufficiently documented, (b) are not reflected on the Debtors' books and records, including certain Claims filed by taxing authorities, and (c) were not timely filed pursuant to the Bar Date Order and (ii) to modify certain Claims, including (a) Claims filed by taxing authorities and (b) Claims in which the claimant asserted a reclamation demand and the claimant and the Debtors entered into a letter agreement regarding the valid amount of the reclamation demand, with such agreement being subject to (cont'd)

#### Relief Requested

22. By this objection, the Debtors seek entry of an order pursuant to section 502(b) of the Bankruptcy Code and Bankruptcy Rule 3007 disallowing and expunging (a) those Claims set forth on Exhibit A hereto as "Claims To Be Expunged" because they are duplicative of other Claims or have been amended or superseded by later-filed Claims and (b) those Claims set forth on Exhibit B hereto because they are merely protective in nature. Pursuant to such an order, those Claims identified on Exhibit A hereto as "Surviving Claims" would remain on the Debtors' claims register, but would remain subject to future objection by the Debtors and other parties-in-interest.

#### F. Duplicate Or Amended Claims

- Debtors determined that certain of the Proofs of Claim in fact assert duplicate Claims (each, a "Duplicate Claim") for a single liability. In some instances, Duplicate Claims arose when a Claimant filed Proofs of Claim against multiple Debtor entities for the same liability. In an effort to eliminate the Duplicate Claims, the Debtors reviewed the Proofs of Claim, the supporting documentation provided for those Proofs of Claim, and the Debtors' Schedules and Statements to determine which duplicate claim should be the surviving claim.
- 24. Additionally, the Debtors determined that many Claims evidenced by Proofs of Claim were subsequently amended or superseded by other Proofs of Claim filed by creditors with respect to the same liabilities (the "Amended Claims"). For instance, many Amended Claims were filed to amend an amount previously claimed in an earlier Proof of Claim

<sup>(</sup>cont'd from previous page)

certain reserved defenses. The Debtors are objecting to 290 Proofs of Claim in the Fifteenth Omnibus Claims Objection.

(the "Original Claim"). Other Amended Claims were filed to amend the classification of part or all of an earlier Original Claim.

- 25. It is axiomatic that creditors are not entitled to multiple recoveries for a single liability against a debtor. Accordingly, the Debtors wish to eliminate the Duplicate Claims. In addition, the Debtors wish to eliminate from the Debtors' claims register Original Claims for which Amended Claims were subsequently filed (collectively, the "Duplicate Or Amended Claims").
- 26. Set forth on Exhibit A hereto is a list of Claims that the Debtors have identified as Duplicate Or Amended Claims. For each Duplicate Or Amended Claim, Exhibit A classifies a Proof of Claim as either a "Claim To Be Expunged" (the "Expunged Claim") or as a "Surviving Claim" (the "Surviving Claim"). Generally, the Surviving Claims reflect the classifications of the liabilities as reflected on the Debtors' Schedules. The Debtors request that the Claims marked as Expunged Claims on Exhibit A be disallowed and expunged. With respect to the Claims on Exhibit A marked as Surviving Claims, the Debtors do not seek any relief at

Certain of the Debtors maintain consolidated books and records. Specifically, the books and records for Exhaust Systems Corporation, Environmental Catalysts LLC, ASEC Manufacturing General Partnership [("ASEC Manufacturing")], and ASEC Sales General Partnership [(collectively, the "Catalyst Entities")] are maintained in this manner. The financial information for these entities has been consolidated for purposes of the Schedules and Statements and such consolidated financial information has been included in the Schedules and Statements of each of [the Catalyst Entities].

Global Notes ¶ 19. To the extent that claimants filed Proofs of Claim against ASEC Manufacturing and one or more of the other Catalyst Entities, the Debtors have, for purposes of administrative convenience, retained the Claim filed against ASEC Manufacturing as the Surviving Claim. Undoubtedly, despite the consolidation of the books and records of the Catalyst Entities, claimants should not retain more than one Claim for a single liability. Nonetheless, the Debtors expressly reserve all of their rights to re-classify these obligations as obligations of another Debtor entity at a later date.

<sup>&</sup>lt;sup>8</sup> Certain of the Claims on Exhibit A are listed in the amount of \$0.00. This reflects the fact that the Claim amount asserted by the Claimant is unliquidated.

As stated in the Global Notes And Statement Of Limitations, Methodology And Disclaimer Regarding Debtors' Schedules And Statements (the "Global Notes"), filed as part of the Debtors' Schedules and Statements:

this time. The inclusion of the Surviving Claims on Exhibit A, however, does not reflect any view by the Debtors as to the ultimate validity of any such Claims. The Debtors therefore expressly reserve all of their rights to further object to any or all of the Surviving Claims at a later date on any basis whatsoever, except as expressly provided in paragraph 33 below.

27. Accordingly, the Debtors (a) object to the Duplicate Or Amended Claims and (b) seek entry of an order disallowing and expunging the Duplicate Or Amended Claims in their entirety.

#### G. Protective Claims

- 28. During the Debtors' review of the Proofs of Claim, the Debtors determined that certain of the Proofs of Claim were asserted to protect against future rejection damages that could arise if the Debtors ultimately reject an executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code.
- 29. As set forth in the Bar Date Notice, creditors were notified that they would have thirty calendar days after the effective date of a rejection of an executory contract or an unexpired lease to file a Proof of Claim asserting damages. Therefore, because a creditor's right to assert a Claim for future rejection damages is preserved by the Bar Date Order, the Debtors object to the Protective Claims because they in fact represent Claims for liabilities not yet incurred and as such do not constitute Claims against the Debtors.
- 30. Attached hereto as Exhibit B is a list of Claims that the Debtors have identified as Protective Claims. Accordingly, the Debtors (a) object to the Protective Claims and (b) seek entry of an order disallowing and expunging the Protective Claims in their entirety.

#### **Separate Contested Matters**

31. Pursuant to the Claims Objection Procedures Order, to the extent that a response is filed with respect to any Claim listed in this Fourteenth Omnibus Claims Objection,

each such Claim and the objection to such Claim asserted in this Fourteenth Omnibus Claims

Objection will be deemed to constitute a separate contested matter as contemplated by

Bankruptcy Rule 9014. Pursuant to the Claims Objection Procedures Order, any order entered

by the Court with respect to an objection asserted in this Fourteenth Omnibus Claims Objection

will be deemed a separate order with respect to each Claim.

#### Reservation Of Rights

- 32. The Debtors expressly reserve the right to amend, modify, or supplement this Fourteenth Omnibus Claims Objection and to file additional objections to the Proofs of Claim or any other Claims (filed or not) which may be asserted against the Debtors. Should one or more of the grounds for objection stated in this Fourteenth Omnibus Claims Objection be dismissed, the Debtors reserve their rights to object on other stated grounds or on any other grounds that the Debtors discover during the pendency of these cases.
- 33. Notwithstanding the foregoing, solely to the extent that (a) a Claimant filed duplicative claims against different Debtors for the same asserted obligation (the "Multiple Debtor Duplicative Claims") and (b) the Debtors by this motion are seeking to have certain of such Claimant's Multiple Debtor Duplicative Claims disallowed and expunged, if one of the Multiple Debtor Duplicative Claims was originally filed against the correct Debtor, the Debtors would not seek to have the Claimant's remaining Multiple Debtor Duplicative Claim (the "Remaining Claim") disallowed and expunged solely on the basis that such Remaining Claim is asserted against the incorrect Debtor. For the avoidance of doubt, except as expressly provided in the preceding sentence, the Remaining Claims would remain subject to further objection on any grounds whatsoever, including, without limitation, that any such Remaining Claim is asserted against the incorrect Debtor if the Claimant did not file a Multiple Debtor Duplicative

Claim against the correct Debtor. Furthermore, the Debtors reserve the right to object to any Remaining Claim and any holder of a Remaining Claim may seek relief from this Court for the purposes of requesting that this Court modify the Remaining Claim to assert such Remaining Claim against a different Debtor.

#### Responses To Objections

34. Responses to the Fourteenth Omnibus Claims Objection are governed by the provisions of the Claims Objection Procedures Order. The following summarizes the provisions of that order, but are qualified in all respects by the express terms thereof.

#### H. Filing And Service Of Responses

35. To contest an objection, responses (each, a "Response"), if any, to the Fourteenth Omnibus Claims Objection must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Claims Objection Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel) and (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Joseph N. Wharton), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on June 19, 2007.

#### I. Contents Of Responses

- 36. Every Response to this Fourteenth Omnibus Claims Objection must contain at a minimum the following:
  - (a) the title of the Claims objection to which the Response is directed;
- (b) the name of the Claimant and a brief description of the basis for the amount of the Claim;
- (c) a concise statement setting forth the reasons why the Claim should not be disallowed and expunged, including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the claims objection;
- (d) unless already set forth in the Proof of Claim previously filed with the Court, documentation sufficient to establish a prima facie right to payment; <u>provided</u>, <u>however</u>, that the Claimant need not disclose confidential, proprietary, or otherwise protected information in the Response; <u>provided further</u>, <u>however</u>, that the Claimant must disclose to the Debtors all information and provide copies of all documents that the Claimant believes to be confidential, proprietary, or otherwise protected and upon which the Claimant intends to rely in support of its Claim, subject to appropriate confidentiality constraints; and
- (e) the address(es) to which the Debtors must return any reply to the Response, if different from the address(es) presented in the Claim.

#### J. Timely Response Required

- 37. If a Response is properly and timely filed and served in accordance with the procedures set forth above, the hearing on the relevant Claims covered by the Response will be adjourned to a future hearing, the date of which will be determined by the Debtors, by serving notice to the Claimant as provided in the Claims Objection Procedures Order. With respect to all uncontested objections, the Debtors request that this Court conduct a final hearing on June 26, 2007 at 10:00 a.m. (prevailing Eastern time). The procedures set forth in the Claims Objection Procedures Order will apply to all Responses and hearings arising from this Fourteenth Omnibus Claims Objection.
- 38. Only those Responses made in writing and timely filed and received will be considered by the Court. If a Claimant whose Proof of Claim is subject to the Fourteenth

Omnibus Claims Objection and who is served with the Fourteenth Omnibus Claims Objection fails to file and serve a timely Response in compliance with the Claims Objection Procedures Order, the Debtors may present to the Court an appropriate order seeking relief with respect to such Claim consistent with the relief sought in the Fourteenth Omnibus Claims Objection without further notice to the Claimant, provided that, upon entry of such an order, the Claimant will receive notice of the entry of such order as provided in the Claims Objection Procedures Order, provided further, however, that if the Claimant files a timely Response which does not include the required minimum information required by the Claims Objection Procedures Order, the Debtors may seek disallowance and expungement of the relevant Claim or Claims only in accordance with the Claims Hearing Procedures Order.

#### Replies To Responses

39. Replies to any Responses will be governed by the Claims Objection Procedures Order.

#### Service Of Fourteenth Omnibus Claims Objection Order

40. Service of any order with regard to this Fourteenth Omnibus Claims

Objection will be made in accordance with the Claims Objection Procedures Order.

#### **Further Information**

41. Questions about this Fourteenth Omnibus Claims Objection or requests for additional information about the proposed disposition of Claims hereunder should be directed to the Debtors' counsel by e-mail to <a href="mailto:delphi@skadden.com">delphi@skadden.com</a>, by telephone at 1-800-718-5305, or in writing to Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Joseph N. Wharton). Questions regarding the amount of a Claim or the filing of a Claim should be directed to the

Claims Agent at 1-888-249-2691 or www.delphidocket.com. <u>Claimants should not contact the</u>

Clerk of the Bankruptcy Court to discuss the merits of their Claims.

#### Notice

- 42. Notice of this Objection has been provided in accordance with the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered on October 26, 2006 (Docket No. 5418) and the Claims Objection Procedures Order.
- Pursuant to the Claims Objection Procedures Order, the Debtors will provide each Claimant whose Proof of Claim is subject to an objection pursuant to this Fourteenth Omnibus Claims Objection with a personalized Notice Of Objection To Claim which specifically identifies the Claimant's Proof of Claim that is subject to an objection and the basis for such objection, as well as a copy of the Claims Objection Procedures Order. A form of Notice Of Objection To Claim is attached hereto as <a href="Exhibit C">Exhibit C</a>. Claimants will receive a copy of this Fourteenth Omnibus Claims Objection without <a href="Exhibits A">Exhibits A</a> and <a href="Exhibits A">B</a> hereto. Claimants will nonetheless be able to review <a href="Exhibits A">Exhibits A</a> and <a href="Exhibits A">B</a> hereto free of charge by accessing the Debtors' Legal Information Website (www.delphidocket.com). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

#### Memorandum Of Law

44. Because the legal points and authorities upon which this objection relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy

Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order (a) granting the relief requested herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York

May 22, 2007

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 9331)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

#### **EXHIBIT A - DUPLICATE AND AMENDED CLAIMS**

CLAIM TO BE EXPUNGED			SURVIVING CLAIM		
Claim Number: 16541 Date Filed: 02/13/2007 Creditor's Name and Address: CONTRARIAN FUNDS LLC 411 W PUTNAM AVE S 225 GREENWICH, CT 06830	Debtor:  Secured:  Priority  Administrative:  Unsecured:  Total:	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)  \$31,991.00  \$31,991.00	Claim Number: 6321 Date Filed: 05/19/2006 Creditor's Name and Address: SSOE INC 1001 MADISON AVE TOLEDO, OH 43624	Debtor:  Secured:  Priority:  Administrative:  Unsecured:  Total:	\$31,991.00
Claim Number: 1117 Date Filed: 12/12/2005 Creditor's Name and Address: HUBERT STUEKEN GMBH CO KG HAYNSWORTH SINKLER BOYD PA PO BOX 11889 COLUMBIA, SC 29211	Debtor: Secured: Priority Administrative: Unsecured: Total:	DELPHI CORPORATION (05-44481) \$678,789.76 \$63,630.82 \$742,420.58	Claim Number: 10375 Date Filed: 07/24/2006 Creditor's Name and Address: HAIN CAPITAL HOLDINGS LLC 301 RTE 17 6TH FL RUTHERFORD, NJ 07070	Debtor:  Secured:  Priority:  Administrative:  Unsecured:  Total:	\$774,931.06
Claim Number: 630 Date Filed: 11/16/2005 Creditor's Name and Address: IBM CREDIT LLC TWO LINCOLN CTR OAKBROOK TERRACE, IL 60181	Debtor:  Secured:  Priority  Administrative:  Unsecured:  Total:	\$6,724.00 \$6,724.00	Claim Number: 680 Date Filed: 11/18/2005 Creditor's Name and Address: IBM CORPORATION TWO LINCOLN CTR OAKBROOK TER, IL 60181	Debtor:  Secured:  Priority:  Administrative:  Unsecured:	\$514,319.83
Claim Number: 16323 Date Filed: 09/18/2006 Creditor's Name and Address: MISSISSIPPI STATE TAX COMMISSION ATTN BRENDA T CARTER PO BOX 22808 JACKSON, MS 39225-2808	Debtor:  Secured:  Priority  Administrative:  Unsecured:  Total:	\$347,412.16	Claim Number: 16588  Date Filed: 03/26/2007  Creditor's Name and Address:  MISSISSIPPI STATE TAX COMMISSION  ATTN BRENDA T CARTER PO BOX 22808  JACKSON, MS 39225-2808	Debtor:  Secured:  Priority:  Administrative:  Unsecured:  Total:	\$1,493,708.93 \$32,442.36
Claim Number: 12394 Date Filed: 07/28/2006 Creditor's Name and Address: NEC ELECTRONICS AMERICA INC 2880 SCOTT BLVD SANTA CLARA, CA 95052-8062	Debtor:  Secured:  Priority  Administrative:  Unsecured:  Total:	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640) \$308,024.19 \$3,424,138.98 \$5,984,616.34 \$9,716,779.51	Claim Number: 16368 Date Filed: 10/16/2006 Creditor's Name and Address: NEC ELECTRONICS AMERICA INC 2880 SCOTT BLVD SANTA CLARA, CA 95052-8062	Debtor:  Secured:  Priority:  Administrative:  Unsecured:  Total:	\$3,424,138.98 \$6,179,814.90

#### **EXHIBIT A - DUPLICATE AND AMENDED CLAIMS**

CLAIM TO BE EXPUNGED		SURVIVING CLAIM	
Claim Number: 16574  Date Filed: 03/15/2007	Debtor: DELPHI CORPORATION (05-44481)	Claim Number: 9214 Debte Date Filed: 07/10/2006	r: DELPHI CORPORATION (05-44481)
Creditor's Name and Address:	Secured:	Creditor's Name and Address: Sect	red:
P AND R COMMUNICATIONS	Priority	P & R COMMUNICATIONS SERVICE INC	rity:
	Iministrative:	731 E 1ST ST Administra	tive:
DAYTON, OH 45401	Unsecured: \$10,073.40	DAYTON, OH 45402 Unsect	red: \$13,434.96
	Total: \$10,073.40	Т	otal: \$13,434.96
Claim Number: 10968	Debtor: DELPHI CORPORATION (05-44481)	Claim Number: 10965 Debto	DELPHI TECHNOLOGIES, INC (05-44554)
Date Filed: 07/26/2006		Date Filed: 07/26/2006	
Creditor's Name and Address:	Secured:	Creditor's Name and Address: Sect	red:
TAKATA CORPORATION	Priority	TAKATA CORPORATION Price	rity:
	Iministrative:	TUGGLE DUGGINS & MESCHAN PA Administra	tive:
PO BOX 2888	Unsecured: \$0.00	PO BOX 2888 Unsecu	red: \$0.00
GREENSBORO, NC 27402	Total: \$0.00	GREENSBORO, NC 27402	otal: \$0.00
Claim Number: 10571	Debtor: DELPHI CORPORATION (05-44481)	Claim Number: 10570 Debto	or: DELPHI TECHNOLOGIES, INC (05-44554)
Date Filed: 07/25/2006		Date Filed: 07/25/2006	
Creditor's Name and Address:	Secured:	Creditor's Name and Address: Sect	red:
TK HOLDINGS INC AUTOMOTIVE SYSTEMS	Priority	TK HOLDINGS INC AUTOMOTIVE SYSTEMS  Price	rity:
	lministrative:	LABORATORY INC AND TAKATA SEAT BELTS  Administra	tive:
INC	Unsecured: \$0.00	INC Unsect	red: \$0.00
TUGGLE DUGGINS & MESCHAN PA	Total: \$0.00	TUGGLE DUGGINS & MESCHAN PA	
PO BOX 2888 GREENSBORO, NC 27402	\$0.00	PO BOX 2888 T GREENSBORO, NC 27402	otal: \$0.00

**Total Claims to be Expunged:** 

Total Asserted Amount to be Expunged: \$10,855,400.65

### **EXHIBIT B - PROTECTIVE CLAIMS**

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT	DATE FILED	DOCKETED DEBTOR
JOHNSON CONTROLS BATTERY GROUP INC SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15513	Secured: Priority: Administrative: Unsecured: \$0.0 Total: \$0.0	<b>–</b> I	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
JOHNSON CONTROLS BATTERY GROUP INC SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15515	Secured: Priority: Administrative: Unsecured: \$0.0 Total: \$0.0	- 1	DELPHI TECHNOLOGIES, INC (05-44554)
JOHNSON CONTROLS INC AUTOMOTIVE GROUP SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15524	Secured: \$0.0 Priority: Administrative: Unsecured: Total: \$0.0	_	DELPHI CORPORATION (05-44481)
JOHNSON CONTROLS INC AUTOMOTIVE GROUP SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15532	Secured: \$0.0 Priority: Administrative: Unsecured: Total: \$0.0	_	DELPHI MECHATRONIC SYSTEMS, INC (05-44567)
JOHNSON CONTROLS TECHNOLOGY COMPANY SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15521	Secured: \$0.0 Priority: Administrative: Unsecured: Total: \$0.0	_	DELPHI TECHNOLOGIES, INC (05-44554)
JOHNSON CONTROLS TECHNOLOGY COMPANY SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15520	Secured: Priority: Administrative: Unsecured: \$0.0 Total: \$0.0	_	DELPHI CORPORATION (05-44481)
JOHNSON CONTROLS TECHNOLOGY COMPANY SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15519	Secured: Priority: Administrative: Unsecured: \$0.0 Total: \$0.0	<b>–</b> l	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)

Total: 7 \$0.00

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

:

Debtors. : (Jointly Administered)

-----X

#### NOTICE OF OBJECTION TO CLAIM

[Claimant Name]:

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), are sending you this notice. According to the Debtors' records, you filed one or more proofs of claim in the Debtors' reorganization cases. Based upon the Debtors' review of your proof or proofs of claim, the Debtors have determined that one or more of your "Claims," as such term is defined in 11 U.S.C. § 101(5), identified in the table below should be disallowed and expunged as summarized in that table and described in more detail in the Debtors' Fourteenth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims And (B) Protective Claims, dated May 22, 2007 (the "Fourteenth Omnibus Claims Objection"), a copy of which is enclosed (without exhibits). The Debtors' Fourteenth Omnibus Claims Objection is set for hearing on June 26, 2007 at 10:00 a.m. (prevailing Eastern time) before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004. AS FURTHER DESCRIBED IN THE ENCLOSED FOURTEENTH OMNIBUS CLAIMS OBJECTION AND BELOW, THE DEADLINE FOR YOU TO RESPOND TO THE DEBTORS' OBJECTION TO YOUR CLAIM(S) IS 4:00 P.M. (PREVAILING EASTERN TIME) ON JUNE 19, 2007. IF YOU DO NOT RESPOND TIMELY IN THE MANNER DESCRIBED BELOW, THE ORDER GRANTING THE RELIEF REQUESTED MAY BE ENTERED WITHOUT ANY FURTHER NOTICE TO YOU OTHER THAN NOTICE OF ENTRY OF AN ORDER.

The enclosed Fourteenth Omnibus Claims Objection identifies two different categories of objections. The category of claim objection applicable to you is identified in the table below in the column entitled "Basis For Objection":

Claims identified as having a Basis For Objection of "Duplicate Or Amended Claims" are either duplicates of other Claims or have been amended or superseded by later filed Claims.

Claims identified as having a Basis For Objection of "Protective Claim" are those claims that were filed to protect against future rejection damages that could arise if the Debtors ultimately reject an executory contract or unexpired lease pursuant to 11 U.S.C. § 365.

Date Filed	Claim Number	Asserted Claim Amount <sup>1</sup>	Basis For Objection	Treatment Of Claim	Surviving Claim Number

If you wish to view the complete exhibits to the Fourteenth Omnibus Claims Objection, you can do so on <a href="www.delphidocket.com">www.delphidocket.com</a>. If you have any questions about this notice or the Fourteenth Omnibus Claims Objection to your Claim, please contact the Debtors' counsel by e-mail at delphi@skadden.com, by telephone at 1-800-718-5305, or in writing to Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Joseph N. Wharton). Questions regarding the amount of a Claim or the filing of a Claim should be directed to Claims Agent at 1-888-249-2691 or www.delphidocket.com. CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.

THE PROCEDURES SET FORTH IN THE ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 2002(m), 3007, 7016, 7026, 9006, 9007, AND 9014 ESTABLISHING (I) DATES FOR HEARINGS REGARDING OBJECTIONS TO CLAIMS AND (II) CERTAIN NOTICES AND PROCEDURES GOVERNING OBJECTIONS TO CLAIMS, ENTERED DECEMBER 7, 2006 (THE "CLAIMS OBJECTION PROCEDURES ORDER") APPLY TO YOUR PROOFS OF CLAIM THAT ARE SUBJECT TO THE DEBTORS' OBJECTION AS SET FORTH ABOVE. A COPY OF THE CLAIMS OBJECTION PROCEDURES ORDER IS INCLUDED HEREWITH. THE FOLLOWING SUMMARIZES THE PROVISIONS OF THAT ORDER BUT IS QUALIFIED IN ALL RESPECTS BY THE TERMS OF THAT ORDER.

If you disagree with the Fourteenth Omnibus Claims Objection, you must file a response (the "Response") and serve it so that it is actually received by no later than 4:00 p.m. (prevailing Eastern time) on June 19, 2007. Your Response, if any, to the Fourteenth Omnibus Claims Objection must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Claims Objection Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windowsbased word processing format), (d) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel) and (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Joseph N. Wharton).

Your Response, if any, must also contain at a minimum the following: (i) the title of the claims objection to which the Response is directed; (ii) the name of the claimant and a brief description of the basis for the amount of the Claim; (iii) a concise statement setting forth the reasons why the Claim should

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Asserted Claim Amounts listed as \$0.00 reflect that the claim amount asserted is unliquidated.

not be disallowed and expunged, including, but not limited to, the specific factual and legal bases upon which you will rely in opposing the Claims objection; (iv) unless already set forth in the proof of claim previously filed with the Court, documentation sufficient to establish a <u>prima facie</u> right to payment; <u>provided, however,</u> that you need not disclose confidential, proprietary, or otherwise protected information in the Response; <u>provided further, however,</u> that you must disclose to the Debtors all information and provide copies of all documents that you believe to be confidential, proprietary, or otherwise protected and upon which you intend to rely in support of the Claim; and (v) the address(es) to which the Debtors must return any reply to the Response, if different from the address(es) presented in the Claim.

If you properly and timely file and serve a Response in accordance with the procedures described above, and the Debtors are unable to reach a consensual resolution with you, the hearing on any such Response will automatically be adjourned from the June 26, 2007 hearing date to a future date to be set pursuant to the Claims Objection Procedures Order. With respect to all uncontested objections, the Debtors have requested that the Court conduct a final hearing on June 26, 2007 at 10:00 a.m. (prevailing Eastern time).

The Bankruptcy Court will consider only those Responses made as set forth herein and in accordance with the Claims Objection Procedures Order. IF NO RESPONSES TO THE FOURTEENTH OMNIBUS CLAIMS OBJECTION ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THE PROCEDURES SET FORTH HEREIN AND IN THE CLAIMS OBJECTION PROCEDURES ORDER, THE BANKRUPTCY COURT MAY ENTER AN ORDER SUSTAINING THE FOURTEENTH OMNIBUS CLAIMS OBJECTION WITHOUT FURTHER NOTICE OTHER THAN NOTICE OF THE ENTRY OF SUCH AN ORDER AS PROVIDED IN THE CLAIMS OBJECTION PROCEDURES ORDER. Thus, your failure to respond may forever bar you from sustaining a Claim against the Debtors.

Dated: New York, New York May 22, 2007

[Claimant Name]
[Address 1]
[Address 2] [Address 3]
[City], [State] [Zip]
[Country]

UNITED STATES BANK SOUTHERN DISTRICT (		_	
		X	
In re		:	Chapter 11
DELPHI CORPORATION	N, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	Debtors.	:	(Jointly Administered)
		: . <b> v</b>	

ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 3007 DISALLOWING AND EXPUNGING (A) DUPLICATE OR AMENDED CLAIMS AND (B) PROTECTIVE CLAIMS IDENTIFIED IN FOURTEENTH OMNIBUS CLAIMS OBJECTION

("FOURTEENTH OMNIBUS CLAIMS OBJECTION ORDER")

Upon the Fourteenth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims And (B) Protective Claims, dated May 22, 2007 (the "Fourteenth Omnibus Claims Objection"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"); and upon the record of the hearing held on the Fourteenth Omnibus Claims Objection; and after due deliberation thereon; and good and sufficient cause appearing therefor,

#### IT IS HEREBY FOUND AND DETERMINED THAT:<sup>2</sup>

A. Each holder of a claim, as such term is defined in 11 U.S.C. § 101(5) (as to each, a "Claim") listed on Exhibits A and B attached hereto was properly and timely served

<sup>&</sup>lt;sup>1</sup> Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Fourteenth Omnibus Claims Objection.

Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

with a copy of the Fourteenth Omnibus Claims Objection, a personalized Notice Of Objection

To Claim, a copy of the Order Pursuant to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m),

3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding

Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims

(Docket No. 6089) (the "Claims Objection Procedures Order"), the proposed order granting the

Fourteenth Omnibus Claims Objection, and the notice of the deadline for responding to the

Fourteenth Omnibus Claims Objection. No other or further notice of the Fourteenth Omnibus

Claims Objection is necessary.

- B. The Court has jurisdiction over the Fourteenth Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334. The Fourteenth Omnibus Claims Objection is a core proceeding under 28 U.S.C. § 157(b)(2). Venue of these cases and the Fourteenth Omnibus Claims Objection in this district is proper under 28 U.S.C. §§ 1408 and 1409.
- C. The Claims listed on Exhibit A hereto under the column heading "Claim To Be Expunged" are either duplicates of other Claims filed with the Court or have been amended or superseded by later-filed Claims.
- D. The Claims listed on <u>Exhibit B</u> hereto were filed by creditors to protect against future rejection damages (the "Protective Claims").
- E. The relief requested in the Fourteenth Omnibus Claims Objection is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. Each "Claim To Be Expunged" listed on <u>Exhibit A</u> hereto is hereby disallowed and expunged in its entirety. Those Claims identified on <u>Exhibit A</u> as "Surviving

Claims" shall remain on the Debtors' claims register, but shall remain subject to future objection by the Debtors and other parties-in-interest.

- 2. Each Protective Claim listed on <u>Exhibit B</u> hereto is hereby disallowed and expunged in its entirety, subject to the right of affected creditors set forth on <u>Exhibit B</u> under paragraph 8 of the Bar Date Order to assert a Claim for rejection damages in the event of a rejection of an executory contract or an unexpired lease by the Debtors.
- 3. Entry of this order is without prejudice to the Debtors' right to object, on any grounds whatsoever, to any other claims in these chapter 11 cases, or to further object to Claims that are the subject of the Fourteenth Omnibus Claims Objection; provided, however, that solely to the extent that (a) a claimant filed duplicative claims against different Debtors for the same asserted obligation (the "Multiple Debtor Duplicative Claims") and (b) certain of such claimant's Multiple Debtor Duplicative Claims are being disallowed and expunged hereby, if one of the Multiple Debtor Duplicative Claims was originally filed against the correct Debtor, the Debtors shall not seek to have the claimant's remaining Multiple Debtor Duplicative Claim (the "Remaining Claim") disallowed and expunged solely on the basis that such Remaining Claim is asserted against the incorrect Debtor. For the avoidance of doubt, except as expressly provided in the preceding sentence, the Remaining Claims shall remain subject to further objection on any grounds whatsoever, including, without limitation, that any such Remaining Claim is asserted against the incorrect Debtor if the claimant did not file a Multiple Debtor Duplicative Claim against the correct Debtor. Nothing contained herein shall restrict the Debtors from objecting to any Remaining Claim or restrict any holder of a Remaining Claim from seeking relief from this Court for the purposes of requesting that this Court modify the Remaining Claim to assert such Remaining Claim against a different Debtor.

- 4. Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of any Claim asserted against any of the Debtors.
- 5. This Court shall retain jurisdiction over the Debtors and the holders of Claims subject to the Fourteenth Omnibus Claims Objection to hear and determine all matters arising from the implementation of this order.
- 6. Each of the objections by the Debtors to each Claim addressed in the Fourteenth Omnibus Claims Objection and set forth on Exhibits A and B hereto constitutes a separate contested matter as contemplated by Fed. R. Bankr. P. 9014. This order shall be deemed a separate order with respect to each Claim that is the subject of the Fourteenth Omnibus Claims Objection. Any stay of this order shall apply only to the contested matter which involves such Claim and shall not act to stay the applicability or finality of this order with respect to the other contested matters covered hereby.
- 7. Kurtzman Carson Consultants LLC is hereby directed to serve this order, including exhibits, in accordance with the Claims Objection Procedures Order.

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8. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Fourteenth Omnibus Claims Objection.

Dated: New York, New York June \_\_\_\_, 2007

UNITED STATES BANKRUPTCY JUDGE

### **EXHIBIT E**

## 05-44481-rdd Doc 8108 Filed 05/30/07 Entered 05/30/07 23:06:09 Main Document Pg 67 of 73 Delphi Corporation Fourteenth Omnibus Claims Objection

		Exhibit A S		•		
1	2		3	4	5	

1	2	3	4	5	6	7	8
		Date	Claim	<b>Asserted Claim</b>	Basis for	Treatment of	Surviving
Name	Address	Filed	Number	Amount	Objection	Claim	Claim
	Attn Alisa Mumola						
	411 W Putnam Ave S 225				Duplicate And	Disallow and	
Contrarian Funds LLC	Greenwich, CT 06830	2/13/07	16541	\$31,991.00	Amended	Expunge	6321
	Stanley H McGuffin Esq						
	Haynsworth Sinkler Boyd PA						
	PO Box 11889				Duplicate And	Disallow and	
Hubert Stueken GmbH Co KG	Columbia, SC 29211	12/12/05	1117	\$742,420.58	Amended	Expunge	10375
	B H Shideler						
	Two Lincoln Ctr				Duplicate And	Disallow and	
IBM Credit LLC	Oakbrook Terrace, IL 60181	11/16/05	630	\$6,724.00	Amended	Expunge	680
	Bankruptcy Section						
	PO Box 22808				Duplicate And	Disallow and	
Mississippi State Tax Commission	Jackson, MS 39225-2808	9/18/06	16323	\$347,412.16	Amended	Expunge	16588
	Attn Dennis Balanesi						
	2880 Scott Blvd				Duplicate And	Disallow and	
Nec Electronics America Inc	Santa Clara, CA 95052-8062	7/28/06	12394	\$9,716,779.51	Amended	Expunge	16368
	NEC Electronics America Inc						
	Attn Anthony Leto Esq						
	2880 Scott Blvd				Duplicate And	Disallow and	
Nec Electronics America Inc	Santa Clara, CA 95052-8062	7/28/06	12394	\$9,716,779.51	Amended	Expunge	16368
	Kieselstein Lawfirm Pllc						
	Steve Kieselstein						
	43 British American Blvd				Duplicate And	Disallow and	
Nec Electronics America Inc	Latham, NY 12110	7/28/06	12394	\$9,716,779.51	Amended	Expunge	16368
	John Vlahos						
	731 E First St				Duplicate And	Disallow and	
P and R Communications	Dayton, OH 45401	3/15/07	16574	\$10,073.40	Amended	Expunge	9214
	c o Sarah F Sparrow Esq						
	Tuggle Duggins & Meschan PA						
	PO Box 2888				Duplicate And	Disallow and	
Takata Corporation	Greensboro, NC 27402	7/26/06	10968	\$0.00	Amended	Expunge	10965

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## Exhibit A Service List

1	2	3	4	5	6	7	8
		Date	Claim	<b>Asserted Claim</b>	Basis for	Treatment of	Surviving
Name	Address	Filed	Number	Amount	Objection	Claim	Claim
	c o Sarah F Sparrow Esq						
	Tuggle Duggins & Meschan PA						
TK Holdings Inc Automotive Systems	PO Box 2888				Duplicate And	Disallow and	
Laboratory Inc and Takata Seat Belts Inc	Greensboro, NC 27402	7/25/06	10571	\$0.00	Amended	Expunge	10570

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## Exhibit B Service List

1	2	3	4	5	6	7	8
Name	Address	Date Filed	Claim Number	Asserted Claim Amount	Basis for Objection	Treatment of Claim	Surviving Claim Number
	Stephen Bobo						
	Sachnoff & Weaver Ltd						
	10 S Wacker Dr Ste 4000				Protective	Disallow and	
Johnson Controls Battery Group Inc	Chicago, IL 60606	7/31/06	15513	\$0.00	Claim	Expunge	
	Stephen Bobo						
	Sachnoff & Weaver Ltd						
	10 S Wacker Dr Ste 4000				Protective	Disallow and	
Johnson Controls Battery Group Inc	Chicago, IL 60606	7/31/06	15515	\$0.00	Claim	Expunge	
	Stephen Bobo						
	Sachnoff & Weaver Ltd						
	10 S Wacker Dr Ste 4000				Protective	Disallow and	
Johnson Controls Inc Automotive Group	Chicago, IL 60606	7/31/06	15524	\$0.00	Claim	Expunge	
	Stephen Bobo						
	Sachnoff & Weaver Ltd						
	10 S Wacker Dr Ste 4000				Protective	Disallow and	
Johnson Controls Inc Automotive Group	Chicago, IL 60606	7/31/06	15532	\$0.00	Claim	Expunge	
I	Stephen Bobo						
	Sachnoff & Weaver Ltd						
	10 S Wacker Dr Ste 4000				Protective	Disallow and	
Johnson Controls Technology Company	Chicago, IL 60606	7/31/06	15519	\$0.00	Claim	Expunge	
	Stephen Bobo						
	Sachnoff & Weaver Ltd						
	10 S Wacker Dr Ste 4000				Protective	Disallow and	
Johnson Controls Technology Company	Chicago, IL 60606	7/31/06	15520	\$0.00	Claim	Expunge	
	Stephen Bobo						
	Sachnoff & Weaver Ltd					[	
	10 S Wacker Dr Ste 4000		4==0:		Protective	Disallow and	
Johnson Controls Technology Company	Chicago, IL 60606	7/31/06	15521	\$0.00	Claim	Expunge	

## **EXHIBIT F**

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK						
		X				
In re		:	Chapter 11			
DELPHI CORPORATION, e	<u>et al.,</u>	:	Case No. 05-44481 (RDD)			
	Debtors.	:	(Jointly Administered)			

### NOTICE OF OBJECTION TO CLAIM

[Claimant Name]:

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), are sending you this notice. According to the Debtors' records, you filed one or more proofs of claim in the Debtors' reorganization cases. Based upon the Debtors' review of your proof or proofs of claim, the Debtors have determined that one or more of your "Claims," as such term is defined in 11 U.S.C. § 101(5), identified in the table below should be disallowed and expunged as summarized in that table and described in more detail in the Debtors' Fourteenth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims And (B) Protective Claims, dated May 22, 2007 (the "Fourteenth Omnibus Claims Objection"), a copy of which is enclosed (without exhibits). The Debtors' Fourteenth Omnibus Claims Objection is set for hearing on June 26, 2007 at 10:00 a.m. (prevailing Eastern time) before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004. AS FURTHER DESCRIBED IN THE ENCLOSED FOURTEENTH OMNIBUS CLAIMS OBJECTION AND BELOW, THE DEADLINE FOR YOU TO RESPOND TO THE DEBTORS' OBJECTION TO YOUR CLAIM(S) IS 4:00 P.M. (PREVAILING EASTERN TIME) ON JUNE 19, 2007. IF YOU DO NOT RESPOND TIMELY IN THE MANNER DESCRIBED BELOW, THE ORDER GRANTING THE RELIEF REQUESTED MAY BE ENTERED WITHOUT ANY FURTHER NOTICE TO YOU OTHER THAN NOTICE OF ENTRY OF AN ORDER.

The enclosed Fourteenth Omnibus Claims Objection identifies two different categories of objections. The category of claim objection applicable to you is identified in the table below in the column entitled "Basis For Objection":

Claims identified as having a Basis For Objection of "Duplicate Or Amended Claims" are either duplicates of other Claims or have been amended or superseded by later filed Claims.

Claims identified as having a Basis For Objection of "Protective Claim" are those claims that were filed to protect against future rejection damages that could arise if the Debtors ultimately reject an executory contract or unexpired lease pursuant to 11 U.S.C. § 365.

Date Filed	Claim Number	Asserted Claim Amount <sup>1</sup>	Basis For Objection	Treatment Of Claim	Surviving Claim Number
8	4	6	6	7	8

If you wish to view the complete exhibits to the Fourteenth Omnibus Claims Objection, you can do so on www.delphidocket.com. If you have any questions about this notice or the Fourteenth Omnibus Claims Objection to your Claim, please contact the Debtors' counsel by e-mail at delphi@skadden.com, by telephone at 1-800-718-5305, or in writing to Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Joseph N. Wharton). Questions regarding the amount of a Claim or the filing of a Claim should be directed to Claims Agent at 1-888-249-2691 or www.delphidocket.com. CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.

THE PROCEDURES SET FORTH IN THE ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 2002(m), 3007, 7016, 7026, 9006, 9007, AND 9014 ESTABLISHING (I) DATES FOR HEARINGS REGARDING OBJECTIONS TO CLAIMS AND (II) CERTAIN NOTICES AND PROCEDURES GOVERNING OBJECTIONS TO CLAIMS, ENTERED DECEMBER 7, 2006 (THE "CLAIMS OBJECTION PROCEDURES ORDER") APPLY TO YOUR PROOFS OF CLAIM THAT ARE SUBJECT TO THE DEBTORS' OBJECTION AS SET FORTH ABOVE. A COPY OF THE CLAIMS OBJECTION PROCEDURES ORDER IS INCLUDED HEREWITH. THE FOLLOWING SUMMARIZES THE PROVISIONS OF THAT ORDER BUT IS QUALIFIED IN ALL RESPECTS BY THE TERMS OF THAT ORDER.

If you disagree with the Fourteenth Omnibus Claims Objection, you must file a response (the "Response") and serve it so that it is actually received by no later than 4:00 p.m. (prevailing Eastern time) on June 19, 2007. Your Response, if any, to the Fourteenth Omnibus Claims Objection must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Claims Objection Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windowsbased word processing format), (d) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel) and (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Joseph N. Wharton).

Your Response, if any, must also contain at a minimum the following: (i) the title of the claims objection to which the Response is directed; (ii) the name of the claimant and a brief description of the basis for the amount of the Claim; (iii) a concise statement setting forth the reasons why the Claim should not be disallowed and expunged, including, but not limited to, the specific factual and legal bases upon which you will rely in opposing the Claims objection; (iv) unless already set forth in the proof of claim previously filed with the Court, documentation sufficient to establish a prima facie right to payment;

Asserted Claim Amounts listed as \$0.00 reflect that the claim amount asserted is unliquidated.

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<u>provided</u>, <u>however</u>, that you need not disclose confidential, proprietary, or otherwise protected information in the Response; <u>provided further</u>, <u>however</u>, that you must disclose to the Debtors all information and provide copies of all documents that you believe to be confidential, proprietary, or otherwise protected and upon which you intend to rely in support of the Claim; and (v) the address(es) to which the Debtors must return any reply to the Response, if different from the address(es) presented in the Claim.

If you properly and timely file and serve a Response in accordance with the procedures described above, and the Debtors are unable to reach a consensual resolution with you, the hearing on any such Response will automatically be adjourned from the June 26, 2007 hearing date to a future date to be set pursuant to the Claims Objection Procedures Order. With respect to all uncontested objections, the Debtors have requested that the Court conduct a final hearing on June 26, 2007 at 10:00 a.m. (prevailing Eastern time).

The Bankruptcy Court will consider only those Responses made as set forth herein and in accordance with the Claims Objection Procedures Order. IF NO RESPONSES TO THE FOURTEENTH OMNIBUS CLAIMS OBJECTION ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THE PROCEDURES SET FORTH HEREIN AND IN THE CLAIMS OBJECTION PROCEDURES ORDER, THE BANKRUPTCY COURT MAY ENTER AN ORDER SUSTAINING THE FOURTEENTH OMNIBUS CLAIMS OBJECTION WITHOUT FURTHER NOTICE OTHER THAN NOTICE OF THE ENTRY OF SUCH AN ORDER AS PROVIDED IN THE CLAIMS OBJECTION PROCEDURES ORDER. Thus, your failure to respond may forever bar you from sustaining a Claim against the Debtors.

Dated: New York, New York May 22, 2007